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ARIZONA CORPORATION COMMISSION
DOCKET CONTROL

Via Federal Express

November 1, 2001

Docket Control Center
Arizona Corporation Commission
1200 West Washington Street
Phoenix, AZ 85007

Arizona Corporation Commission

DOCKETED

Re: Docket No: T-03903A-00-0511
Decision No: 63928 Dated 08/06/2001
Compliance Action: Performance Bond
Compliance Due Date: 11/05/2001

NOV 02 2001



Ladies and Gentlemen:

As required by Decision No. 63928 dated August 6, 2001, and the Notice of Compliance dated August 9, 2001, enclosed is Surety Bond No. 1044673 in the penal sum of One Hundred Thousand Dollars (\$100,000) in favor of the Arizona Corporation Commission. Also enclosed pursuant to the Compliance Filing Instructions issued by the Commission are ten (10) copies for filing. By copy of this correspondence, one (1) additional copy is being sent directly to the Compliance Section, as directed in the Compliance Filing Instructions.

In addition, we are enclosing one (1) extra copy with a request that the Commission date stamp and return same in the postage paid envelope provided.

Thank you for your courtesy and cooperation. If you have any questions concerning this filing, please contact me at your convenience at 630-242-2065.

Respectfully submitted,

Elizabeth A. Dees
Associate Counsel

Enclosures: Surety Bond No. 1044673 (Original and 11 copies)
Return Envelope
copy: Compliance Section (with copy of Surety Bond)

Surety Bond

Bond No. 1044673

KNOW ALL MEN BY THESE PRESENTS, that we, Looking Glass Networks, Inc., as Principal, (hereinafter called the "Principal"), and XL Specialty Insurance Company, (hereinafter called the "Surety"), are held firmly bound unto Arizona Corporation Commission as Oblige, (hereinafter called the "Obligee"), in penal sum of One Hundred Thousand and no/100 Dollars, (\$ 100,000.00), good and lawful money of the United States of America, for the payment of which, well and truly to be made, we bind ourselves, our heirs, administrators, executors, successors, assigns, jointly and severally, firmly by these presents.

WHEREAS, the Principal has been granted by Oblige a Certificate of Convenience and Necessity ("Certificate") to provide competitive facilities-based and resold telecommunications services in Arizona and,

WHEREAS, under the terms of granting this Certificate, the Principal is required to maintain a Surety Bond to cover prepayments or deposits collected from the Principal's customers.

NOW, THEREFORE, the condition of this obligation is such that, if the Principal shall comply with the terms of the Certificate noted above, then this obligation shall be null and void, otherwise it shall remain in full force and effect.

Provided however, this bond is further subject to the following terms and conditions:

1. The liability of the Surety on this bond shall not exceed in the aggregate the amount of the bond, regardless of the number of years this bond is in force.
2. This bond is continuous, but may be canceled by the Surety at any time by mailing written notice of such cancellation to the Oblige stating when, not less than thirty (30) days thereafter, such cancellation shall be effective except to any liability that may have arrived prior to the expiration of the thirty (30) days.
3. The failure of the Principal to replace this bond upon cancellation shall not constitute a claim under the bond.

SIGNED, SEALED AND DATED this 31 day of October, 2001.

Principal: Looking Glass Networks, Inc. _____

By: David A. Dohnalek
David A. Dohnalek

Title: Vice President & Treasurer

Surety: XL Specialty Insurance Company

By: Kathleen J. Mailes, Attorney-In-Fact
Kathleen J. Mailes



LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That the XL SPECIALTY INSURANCE COMPANY, a corporation organized and existing by virtue of the laws of the State of Illinois ("Company" or "Corporation"), does hereby nominate, constitute and appoint; **Thomas J. Joslin, Christine Marotta, Sandra Martinez, Susan J. Preiksa, Susan A. Welsh, Mary C. O'Leary, Kathleen J. Mailes, James A. Cuthbertson, Linda Iser and Karen Daniel as employees of Aon Commercial Surety Services**, its true and lawful Attorney(s)-in-fact to make, execute, attest, seal and deliver for and on its behalf, as surety, and as its act and deed, where required, any and all bonds, undertakings, recognizances and written obligations in the nature thereof, the penal sum of no one of which is in any event to exceed **\$5,000,000.00** as required by **Surety Obligees**.

Such bonds and undertakings, when duly executed by the aforesaid Attorney(s)-in-fact shall be binding upon the said Company as fully and to the same extent as if such bonds and undertakings were signed by the President and Secretary of the Company and sealed with its corporate seal.

This Power of Attorney is granted and is signed by facsimile under and by the authority of the following Resolution adopted by the Board of Directors of the Company on the 5th day of December, 1988:

"RESOLVED, That the President, or any Vice President of the Company or any person designated by any one of them is hereby authorized to execute Powers of Attorney qualifying the attorney named in the given Power of Attorney to execute in behalf of the Company, bonds, undertakings and all contracts of suretyship, and that any Secretary or any Assistant Secretary of the Company be, and that each or any of them hereby is authorized to attest the execution of any such Power of Attorney, and to attach thereto the Seal of the Company.

FURTHER RESOLVED, That the signature of such officers and the Seal of the Company may be affixed to any such Power of Attorney or to any certificate relating thereto by facsimile, and any such Power of Attorney or certificate bearing such facsimile signatures or facsimile seal shall be thereafter valid and binding upon the Company with respect to any bond, undertaking or contract of suretyship to which it is attached."

Bonds executed under this Power of Attorney may be executed under facsimile signature and seal pursuant to the following Resolution adopted by the Board of Directors of the Company on August 7, 1997.

"RESOLVED, That the signature of Stanley A. Galanski, as President of this Corporation, and the seal of this Corporation may be affixed or printed on any and all bonds, undertakings, recognizances, or other written obligations thereof, on any revocation of any Power of Attorney, or on any certificate relating thereto, by facsimile, and any Power of Attorney, any revocation of any Power of Attorney, bonds, undertakings, recognizances, certificate or other written obligation, bearing such facsimile signature or facsimile seal shall be valid and binding upon the Corporation."

IN WITNESS WHEREOF, the XL SPECIALTY INSURANCE COMPANY has caused its corporate seal to be hereunto affixed, and these presents to be signed by its duly authorized officers this 3rd day of January, 2000.

XL SPECIALTY INSURANCE COMPANY

BY:

PRESIDENT

Attest:

SECRETARY



STATE OF ILLINOIS
COUNTY OF COOK

ss.

On this 3rd day of January, 2000, before me personally came Stanley A. Galanski to me known, who, being duly sworn, did depose and say: that he is President of the Corporation described in and which executed the above instrument; that he knows the seal of said Corporation; that the seal affixed to the aforesaid instrument is such corporate seal and was affixed thereto by order and authority of the Board of Directors of said Company; and that he executed the said instrument by like order and authority:


NOTARY PUBLIC

STATE OF ILLINOIS
COUNTY OF COOK

ss.

I, Ben M. Llaneta, Secretary of the XL SPECIALTY INSURANCE COMPANY a corporation of the State of Illinois, do hereby certify that the above and foregoing is a full, true and correct copy of Power of Attorney issued by said Company, and that I have compared same with the original and that it is a correct transcript therefrom and of the whole of the original and that the said Power of Attorney is still in full force and effect and has not been revoked.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Company, at the City of Schaumburg, this 31 day of October 2001.



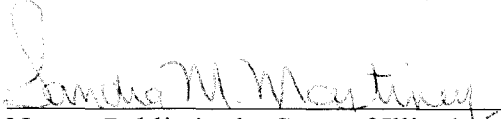
SECRETARY

ACKNOWLEDGEMENT BY SURETY

STATE OF ILLINOIS
COUNTY OF COOK

On this 31 day of October, 2001, before me, Sandra M. Martinez, a Notary Public, within and for said County and State, personally appeared Kathleen J. Mailes to me personally known to be the Attorney-in-Fact of and for XL Specialty Insurance Company and acknowledged that she executed the said instrument as the free act and deed of said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at my office in the aforesaid County, the day and year in this certificate first above written.


Notary Public in the State of Illinois
County of Cook

